公司註冊處
Companies Registry

更改股本通知書
Notice of Alteration of Share Capital

表格 Form **NSC11**

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 Company Name

2 更改股本的詳情 Details of Alteration of Share Capital

A. 生效日期 **Effective Date**

日 DD	月 MM	年 YYYY

B. 更改詳情 **Details of Alteration**

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 上述公司的已發行股本因是次股本的更改而增加。
This company's issued share capital is increased by this alteration.

增加的款額 Amount of the increase

提交人資料 **Presentor's Reference**	請勿填寫本欄 **For Official Use**
姓名／名稱 Name: 地址 Address: 電話 Tel: 傳真 Fax: 電郵 Email: 檔號 Reference:	

表格 Form **NSC11**

商業登記號碼
Business Registration Number

3 股本說明 (以緊接更改股本之後當時的狀況為準)
Statement of Capital (As at the Time Immediately After the Alteration of Share Capital)

A. 股本 **Share Capital** *(如空位不足，請用續頁 A 填報 Use Continuation Sheet A if the space is insufficient)*

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares			
		總數 Total Number	總款額 Total Amount (a)	已繳或視作已繳的總款額 Total Amount Paid up or Regarded as Paid up (b)	未繳或視作未繳的總款額 Total Amount Unpaid or Regarded as Unpaid (a) - (b)

8 **B.** 股份所附帶的權利的詳情 **Particulars of Rights Attached to Shares**

只適用於發行超過一類股份的公司 Only applicable to company issuing more than 1 class of shares

(如空位不足，請用續頁 B 填報 Use Continuation Sheet B if the space is insufficient)

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利；在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable)

本通知書包括下列續頁 **This Notice includes the following Continuation Sheet(s)**

續頁 **Continuation Sheet(s)**	**A**	**B**
頁數 **Number of pages**		

6 簽署 Signed :

姓名 Name : _____ 日期 Date : _____

董事 Director*／公司秘書 Company Secretary* 日 DD / 月 MM / 年 YYYY

* *請刪去不適用者 Delete whichever does not apply*

表格
Form **NSC11**

續頁 A Continuation Sheet A

商業登記號碼
Business Registration Number

股本說明 (以緊接更改股本之後當時的狀況為準)
Statement of Capital (As at the Time Immediately After the Alteration of Share Capital)

股本 (第 3A 項)
Share Capital (Section 3A)

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares			
		總數 Total Number	總款額 Total Amount (a)	已繳或視作已繳的總款額 Total Amount Paid up or Regarded as Paid up (b)	未繳或視作未繳的總款額 Total Amount Unpaid or Regarded as Unpaid (a) - (b)

表格
Form **NSC11**

續頁 B Continuation Sheet B

商業登記號碼
Business Registration Number

股本說明 (以緊接更改股本之後當時的狀況為準)
Statement of Capital (As at the Time Immediately After the Alteration of Share Capital)

8 股份所附帶的權利的詳情 (第 3B 項)
Particulars of Rights Attached to Shares (Section 3B)

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利；在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable)

《公司條例》(第 622 章)
第 171 (1)條規定交付的

更改股本通知書

填表須知 — 表格 NSC11

附註

引言

1. 根據《公司條例》第170條，有限公司可藉以下的任何一種或多於一種方式，更改其股本—

(a) 配發及發行新股份，以增加其股本；
(b) 在沒有配發及發行新股份的情況下，增加其股本，但前提是增加股本所需的資金或其他資產，是由該公司的成員提供的；
(c) 在有或沒有配發及發行新股份的情況下，將其利潤資本化；
(d) 在有或沒有增加其股本的情況下，配發及發行紅股；
(e) 將其全部或任何股份，轉換為更大或更小數目的股份；
(f) 取消以下股份—
  (i) 截至關乎取消股份的決議通過當日，尚未獲任何人承購或同意承購的股份；或
  (ii) 被沒收的股份。

除股本更改涉及股份配發外，公司須在根據第 170 條更改其股本後的一個月內，將關於該項更改的通知，以本表格交付公司註冊處處長(「處長」) 登記。

2. 如股本更改涉及股份配發，公司無需以本表格通知處長。《公司條例》第 142 條就股份的配發，規定公司須將股份配發申報書(表格 NSC1) 交付處長登記。

3. 請劃一以中文或英文申報各項所需資料。如以中文申報，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。

4. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。

5. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

6. 本表格必須由一名董事或公司秘書簽署。公司註冊處不接納未簽妥的表格。

商業登記號碼

7. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼（即商業登記證號碼的首 8 位數字），「-」後的數字無須填寫。公司註冊處在 2023 年 12 月 27 日或之後向成立的公司所發出的「公司註冊證明書」，或向經遷冊公司所發出的「遷冊證明書」，亦已採用商業登記號碼作為證明書上的編號。

股份所附帶的權利的詳情 (第 3B 項)

8. 如公司的股本分為不同類別的股份，請就每一類別的股份述明該類別股份—

(a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
(b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
(c) 所附帶的、在分派股本時(包括在進行清盤時)參與該項分派的權利的詳情；及
(d) 是否屬可贖回股份。

NOTICE OF ALTERATION OF SHARE CAPITAL

For the purposes of section 171(1) of Companies Ordinance (Cap.622)

Notes for Completion of Form NSC11

Introduction

1. Under section 170 of the Companies Ordinance, a limited company may alter its share capital in any one or more of the following ways —

(a) increase its share capital by allotting and issuing new shares;
(b) increase its share capital without allotting and issuing new shares, if the funds or other assets for the increase are provided by the members of the company;
(c) capitalize its profits, with or without allotting and issuing new shares;
(d) allot and issue bonus shares with or without increasing its share capital;
(e) convert all or any of its shares into a larger or smaller number of shares;
(f) cancel shares —
  (i) that, at the date the resolution for cancellation is passed, have not been taken or agreed to be taken by any person; or
  (ii) that have been forfeited.

Except for an alteration of share capital which involves an allotment of shares, a company must deliver to the Registrar of Companies (the Registrar) for registration a notice in this form within one month after altering its share capital under section 170.

2. A company is not required to deliver a notice in this form in relation to an alteration of share capital involving an allotment of shares. For an allotment of shares, section 142 of the Companies Ordinance requires a company to deliver a return of allotment (Form NSC1) to the Registrar for registration.

3. Please fill in all particulars and complete all items consistently in either Chinese or English. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.

4. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.

5. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies Ordinance.

Signature

6. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

7. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated on or after 27 December 2023 or re-domiciled companies, the business registration number is also adopted as the "No." on the "Certificate of Incorporation" or "Certificate of Re-domiciliation" issued by the Companies Registry respectively.

Particulars of Rights Attached to Shares (Section 3B)

8. If the share capital of the company is divided into different classes of shares, please state for each class of shares —

(a) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
(b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
(c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
(d) whether or not shares in the class are redeemable shares.